



BURLINGTON NORTHERN RAILROAD

LAW DEPARTMENT

3800 Continental Plaza
777 Main Street
Ft. Worth, Texas 76102
(817) 878-2385
Docket No. BN 4950

RECORDATION NO. *7695/K* FILED 1425

AUG 5 1990 -4 05 PM

FEDERAL EXPRESS INTERSTATE COMMERCE COMMISSION

0-218A093

August 3, 1990

Ms. Mildred Lee, Recordations
Interstate Commerce Commission
Room 2303
12th and Constitution Ave., N.W.
Washington, D.C. 20423

Re: Document for Recordation: Bill of Sale to Burlington
Northern Inc. (now Burlington Northern Railroad
Company) Lease of Railroad Equipment, Dated as of
September 15, 1974

Dear Ms. Lee:

I am enclosing the original and one verified copy of the document described below to be recorded pursuant to Section 11303, Title 49 of the United States Code.

The document to be recorded, a secondary document, is a Bill of Sale, dated January 8, 1990, by which all right, title and interest in and to the existing equipment covered by the Burlington Northern Inc. (now Burlington Northern Railroad Company) Lease of Railroad Equipment, dated as of September 15, 1974, is conveyed to BN Leasing Corporation.

The primary document to which the Bill of Sale is connected, was recorded with the Interstate Commerce Commission on November 1, 1974, and assigned Recordation No. 7695.

The names and addresses of the parties to the transaction are:

Seller: Trust Company for USL, Inc.
2015 Spring Road, Suite 720
Oak Brook, Illinois 60521

Purchaser: BN Leasing Corporation
3800 Continental Plaza
777 Main Street
Fort Worth, Texas 76102

Ms. Mildred Lee
August 3, 1990
Page 2

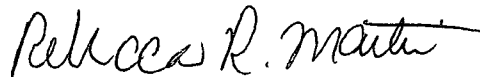
A general description of the equipment covered by the enclosed Bill of Sale is shown on Exhibit A of said document.

A fee of \$15.00 is enclosed for recording the Bill of Sale. Please return the original and any extra copies not needed by the Commission for recordation to the undersigned.

A short summary of the document to appear in the index follows:

Bill of Sale, dated January 8, 1990, to the Burlington Northern Inc. (now Burlington Northern Railroad Company) Lease of Railroad Equipment (ICC Recordation No. 7695, November 1, 1974), conveying the equipment described on Exhibit A of said document.

Very truly yours,

A handwritten signature in cursive script, reading "Rebecca R. Martin".

Rebecca R. Martin
Legal Assistant

rrm/FINA0126.DOC

Enclosures

Interstate Commerce Commission
Washington, D.C. 20423

8/9/90

OFFICE OF THE SECRETARY

Rebecca R. Martin

Legal Assistant

Burlington Northern Railroad

3800 Continental Plaza

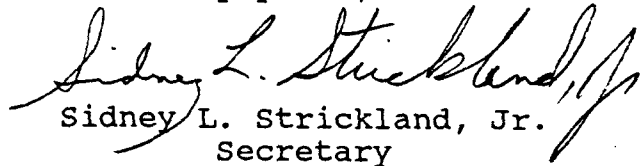
777 Main Street

Ft Worth, Texas 76102

Dear Ms. Martin:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 8/5/90 at 4:05pm, and assigned recordation number(s). 7695-K & 7713-B

Sincerely yours,


Sidney L. Strickland, Jr.
Secretary

VERIFICATION


REGISTRATION NO. 7695-K FILED 1425

AUG 5 1990 -4 05 PM


INTERSTATE COMMERCE COMMISSION

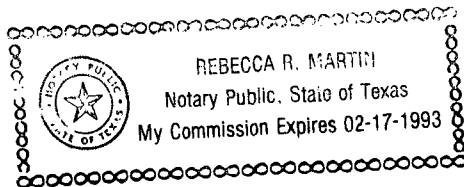
STATE OF TEXAS)
)
COUNTY OF TARRANT) ss.

Francis T. Kelly, Securities and Finance Counsel, Burlington Northern Railroad Company, being duly sworn, deposes and states that he has compared the attached copy with the original document and has found the copy to be complete and identical in all respects to the original document.


Francis T. Kelly

Subscribed and sworn to before me
this 3rd day of August, 1990.


Notary Public in and for
the State of Texas



AUG 5 1990 -4 05 PM

BILL OF SALE

INTERSTATE COMMERCE COMMISSION

IN CONSIDERATION OF the receipt of the sum of One Dollar (\$1.00), and for other good and valuable consideration, Trust Company for USL, Inc., as Trustee under a Trust Agreement dated as of September 15, 1974, an Illinois corporation having a place of business at 615 Battery Street, San Francisco, California 94111 ("Seller"), does hereby sell, assign, transfer, and convey absolutely to EN Leasing Corporation, a Delaware corporation having a place of business at 3700 Continental Plaza, 777 Main Street, Fort Worth, Texas 76102 ("Purchaser"), all right, title and interest of Seller in and to those certain locomotives ("Locomotives") as more particularly described in Annex A hereto, which Locomotives were subject to the Lease of Railroad Equipment dated as of September 15, 1974, as amended, between Seller, as Lessor, and Burlington Northern Railroad Company (successor to Burlington Northern Inc.), as Lessee ("Lessee"). Seller is the lawful owner of the Locomotives, has good and marketable title to the Locomotives, and title to the Locomotives is transferred to Purchaser free and clear of all liens, claims, security interest, and encumbrances of any person whatsoever, other than those created by, through, or under Purchaser or Lessee, with respect to the Locomotives. The Locomotives are sold "AS IS and WHERE IS," and SELLER DISCLAIMS ANY EXPRESS OR IMPLIED WARRANTY OF MERCHANTABILITY, FITNESS FOR A PARTICULAR PURPOSE, DESIGN OR CONDITION, OR AS TO THE QUALITY OF MATERIALS IN, THE LOCOMOTIVES.

TO HAVE AND TO HOLD the Locomotives unto the Purchaser, its successors and assigns, for its and their own use, forever.

Dated this 8TH day of JANUARY, 1990.

TRUST COMPANY FOR USL, INC.,
as Trustee

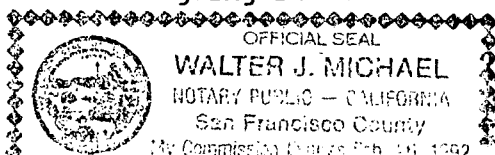
By Desa Wakeman

Title President

STATE OF CALIFORNIA)

CITY AND COUNTY OF SAN FRANCISCO)

On this 8th day of January, 1990, before me personally appeared Desa Wakeman, to me personally known, who being by me duly sworn says that such person is President of Trust Company for USL, Inc., that the foregoing Bill of Sale was signed on behalf of said corporation by authority of its board of directors, and such person acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.



Walter J. Michael
Notary Public

EXHIBIT A

The remaining equipment covered by the Lease of Railroad Equipment, dated September 15, 1974, as amended, between Trust Company for USL, Inc., as Lessor and Burlington Northern Railroad Company, as Lessee:

Seventeen (17) SD-40-2 Locomotives:

BN 6700	BN 7821
BN 6701	BN 7822
BN 6702	BN 7823
BN 6703	BN 7824
BN 6704	BN 7825
BN 6705	BN 7826
BN 6706	BN 7827
BN 6707	BN 7828
	BN 7829

Thirty (30) U-30-C Locomotives:

BN 5365	BN 5380
BN 5366	BN 5381
BN 5367	BN 5382
BN 5368	BN 5383
BN 5369	BN 5384
BN 5370	BN 5385
BN 5371	BN 5386
BN 5372	BN 5387
BN 5373	BN 5388
BN 5374	BN 5389
BN 5375	BN 5390
BN 5376	BN 5391
BN 5377	BN 5392
BN 5378	BN 5393
BN 5379	BN 5394